



Bylaws

Astra Industrial Group Company (Public Shareholding Company)

A Listed Joint Stock Company

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Astra Industrial Group Company Bylaws (Public Shareholding Company)

(Listed Joint Stock Company)

Part One: Formation of the Company

Article 1: Formation

The Company is established pursuant to the provisions of the Companies Law promulgated under Royal Decree No. (M/132), dated 01/12/1443 AH, and its Implementing Regulations to be a Saudi joint stock according to the following:

Article 2: Company Name

Astra Industrial Group Company (Public Shareholding Company)

Article 3: Company's Head Office

The Company's head office shall be in Riyadh.

Article 4: Objectives of the Company

The Company carries out and executes the following purposes:

Field	Category
Real estate activities	Real estate activities of owned or leased properties
Professional, scientific, and technical activities	Activities of consultancy in the field of management
Administrative services, and support services	Integrated office administrative services activities

The company shall exercise its objectives in accordance with the applicable laws after obtaining the necessary licenses, if any, from the competent authorities

Article 5: Company Term

Duration of the company is not specified.

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Article 6: Participation and Ownership in Companies

The Company may establish companies on its own in accordance with the Companies Law. It may also own shares and stakes in other existing companies or merge with them. It has the right to participate with third parties in establishing companies, whether inside or outside the Kingdom, after fulfilling the regulatory requirements in this regard. Furthermore, the Company may dispose of these shares or stakes, provided that this does not include brokerage in their trading.

Part Two: Capital and Shares

Article 7: Capital

The Company's issued capital is set at Eight Hundred Million Saudi Riyals (SAR 800,000,000), divided into eighty million (80,000,000) nominal shares of equal value, with each share valued at Ten Saudi Riyals (SAR 10.0). All shares are ordinary shares corresponding to cash contributions, and the amount paid in cash is Eight Hundred Million Saudi Riyals (SAR 800,000,000.0). The cash amounts paid from the issued capital have been deposited with a licensed bank.

Article 8: Subscription to Shares

The shareholders have subscribed to the entire issued share capital, amounting to SAR 800,000,000 which has been fully paid up.

Article 9: Preferred Shares and Redeemable Shares

1. The Company's Extraordinary General Assembly may, as per the principles set by the concerned authority, issue preferred shares or decide to purchase or turn ordinary shares into preferred shares or turn the preferred shares into ordinary shares. The preferred shares do not confer the right to vote in the shareholders' general assemblies. Notwithstanding the foregoing, and subject to Article 45 of these Bylaws, preferred shares shall grant the right to vote in the General Assembly of Shareholders if a resolution of the General Assembly results in the reduction of the Company's capital, its liquidation, or the sale of its assets. Each preferred share shall have one vote in the General Assembly meeting. These shares shall entitle their holders to receive a higher proportion of the Company's net profits than holders of ordinary shares, after deducting any reserves, if applicable.

2. The Company's Extraordinary General Assembly may, in accordance with the principles established by the competent authority, issue redeemable shares subject to the terms and conditions of their redemption as determined by the Company.

Article 10: Issuance of Debt Instruments and Financial Sukuk

Subject to the approval of the competent authorities, the Company may, by a resolution from the Extraordinary General Assembly, issue debt instruments or financing sukuk (bonds) that are convertible into shares or sukuk, whether for public subscription or otherwise, in accordance with the relevant laws and regulations.

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Article 11: Sale of Unrealized Shares

1. Shareholders are obligated to pay the remaining value of their shares by the stipulated deadlines. If a shareholder fails to meet the payment deadline, the Board of Directors may, after notifying them through any means of communication or modern technology, sell the share in the financial market. Other shareholders may have priority in purchasing the shares of the defaulting shareholder.
2. The Company shall recover its due amounts from the proceeds of the sale and return the remaining balance to the share owner. If the proceeds from the sale are not sufficient to meet these amounts, the company may collect the remainder of all shareholder funds.
3. The rights relating to non-paid shares shall be suspended at the expiry of the specified date to sell the same until they are sold or the due from them is paid in accordance with the provisions of paragraph 1 thereunder, and shall include the right to receive a share of the net profits to be distributed and the right to attend the assemblies and vote on their resolutions. However, the shareholder who defaults on payment until the day of sale may pay the value due from it plus the expenses incurred by the company in this regard, in such case the shareholder shall have the right to request the dividends to be distributed.

Article 12: Issuance of Shares:

1. Shares shall be nominal. They may be divided into shares of a lower par value or consolidated to represent shares of a higher value. They may also be issued at a value higher than their par value. In the latter case, the difference in value shall be added to a separate item within shareholders' equity, provided it is used in accordance with the controls set by the competent authorities and may not be distributed as profits to shareholders.
2. A share is indivisible vis-à-vis the company. If several persons jointly own a share, they must choose one of them to represent them in exercising the rights attached to the share, and these persons shall be jointly liable for the obligations arising from the ownership of the share.
3. Shareholders are vested with all rights associated with their shares, including the right to dispose of them, attend and participate in shareholder assemblies, and vote on resolutions. They also have the right to a share of declared net profits, to elect Board of Directors members, and to inspect company records and documents, while respecting confidentiality). Furthermore, shareholders can monitor the Board's actions, file liability lawsuits against Board members, and challenge the validity of shareholder assembly resolutions. Upon liquidation, they hold the right to a share of the Company's assets. All these rights are subject to the specific terms and limitations outlined in the Law or the Company's Bylaws.

Article 13: Transfer of Shares

The Company's shares shall be traded in accordance with the provisions of the Capital Market Law and its Implementing Regulations. Subscribing to and owning shares signifies the shareholder's acceptance of the Company's Bylaws and their commitment to the resolutions issued by the shareholder

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assemblies in accordance with the provisions of these Bylaws, regardless of whether they were present or absent, or whether they approved or opposed such resolutions.

Article 14: Purchase, pledging, sale and transfer of shares.

1. The Company may, in accordance with the Companies Law and the controls established by the competent authorities, purchase its ordinary, preferred, or redeemable shares, sell them, pledge or transfer them, or hold them as treasury shares. Shares acquired by the Company shall not have voting rights in shareholder assemblies.
2. The Company may purchase its own shares for the purpose of allocating them to the Company's employees — or its subsidiaries' employees — as part of an employee share program, in accordance with the relevant laws and regulations.

Article 15: Increase Capital

1. The Extraordinary General Assembly may resolve to increase the Company's capital, provided that the Company's capital has been fully paid up. However, it is not required for the capital to be fully paid up if the unpaid portion of the capital pertains to shares issued in exchange for the conversion of debt instruments or financing sukuk, and the period designated for their conversion has not yet expired.
2. In any case, the Extraordinary General Assembly may allocate capital increase shares or portions thereof to the employees of the Company and to the employees of all or some of its subsidiaries, or any of them. Shareholders may not exercise preemptive rights when the Company issues shares allocated to employees.
3. In all cases, the par value of the increased shares must be equal to the par value of the original shares of the same type or class.
4. A shareholder owning shares at the time the Extraordinary General Assembly's resolution to approve the capital increase is issued shall have priority to subscribe to new shares issued against cash contributions. These shareholders shall be notified of their priority through the disclosure mechanisms for listed joint-stock companies approved by the competent authorities, and of the capital increase resolution, subscription terms, duration, and start and end dates.
5. The Extraordinary General Assembly has the right to suspend shareholders' pre-emption rights to subscribe to capital increases against cash contributions, or to grant pre-emption rights to non-shareholders, in cases it deems appropriate for the Company's best interest.
6. A shareholder has the right to sell their pre-emption right or to assign it, with or without consideration, in accordance with the regulations.
7. Subject to Paragraph 4 of this Article, new shares shall be distributed to holders of priority rights who have requested to subscribe, in proportion to their ownership of the total priority rights resulting

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from the capital increase, provided that the shares they receive do not exceed the number they requested. Any remaining new shares shall be distributed to holders of priority rights who requested more than their entitlement, in proportion to their ownership of the total priority rights resulting from the capital increase, provided that the shares they receive do not exceed the number they requested. Finally, any remaining shares shall be offered to third parties, unless otherwise resolved by the Extraordinary General Assembly.

Article 16: Decrease of Capital

1. The Extraordinary General Assembly may reduce its capital if it proves to be in excess of the Company's needs or if the Company sustains losses. The capital may, in the loss case only, be decreased to less than the limit stipulated in Article 59 of the Companies Law. Resolutions to decrease the share capital shall be issued only after reading a statement in the General Assembly prepared by the Board of Directors stating the grounds for such decrease, the Company's liabilities, and the effect of the decrease on the fulfillment of such liabilities. The statement shall be attached with the report prepared by the Company's auditor.

2. If the capital reduction is a result of the capital exceeding the Company's needs, creditors must be invited to submit their objections, if any, to the reduction at least forty-five (45) days prior to the date set for the Extraordinary General Assembly meeting to decide on the reduction. The invitation must include a statement clarifying the amount of capital before and after the reduction, the date of the meeting, and the effective date of the reduction. If any creditor objects to the reduction and submits their supporting documents to the Company within the mentioned period, the Company must settle their debt if it is due or provide sufficient guarantee for its fulfillment if it is deferred.

3. Equality between shareholders holding shares of the same type and class must be considered when reducing the capital.

4. Capital may be reduced by one of the following methods:

- a. Cancelling several shares equivalent to the desired reduction amount.
- b. Reducing the par value of the share by cancelling a portion of it equivalent to the losses incurred by the Company.
- c. Reducing the par value of the share by returning a portion of it to the shareholder, or by absolving them from all or part of the unpaid value of the share.
- d. The Company purchasing a number of its shares equivalent to the desired reduction amount and subsequently cancelling them.

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Part Three: Board of Directors

Article 17: Company Management

a. The Company shall be managed by Board of Directors composed of nine (9) members that must be natural persons to be appointed by the Ordinary General Assembly for a term not exceeding four (4) years.

b. The manner of operation of the Board of Directors shall be as follows:

A quorum for a Board meeting shall be valid upon the attendance of 51% of the members of the Board of Directors.

A legal quorum for adopting resolutions shall be met with the approval of 51% of the members.

The members of the Board may delegate whoever it deems fit to attend the Board meeting

Article 18: Board Membership Termination or Expiration

1. Board membership terminates upon the expiration of its term or upon the member's eligibility ending according to any applicable law or instructions in the Kingdom. The General Assembly may, based on a recommendation from the Board of Directors, terminate the membership of any member who has been absent from three consecutive meetings or five separate meetings during their term of membership without a legitimate excuse accepted by the Board of Directors. Nonetheless, the Ordinary General Assembly may remove all or some Board members in accordance with the removal guidelines set by the competent authorities. In such a case, the Ordinary General Assembly must elect a new Board of Directors or a replacement for the removed member, as applicable, and in accordance with the provisions of the Companies Law.

Article 19: Powers of the Board of Directors

Subject to the terms of reference assigned to the General Assembly, the Board shall have the broadest powers in managing the Company to achieve its purposes, along with the following:

Commercial Registers	Main	Annual Confirmation	Can be delegated
		De register	Can be delegated
	Sub	Issue	Can be delegated
		Annual Confirmation	Can be delegated
		De register	Can be delegated

Companies, to which the Company is a shareholder	Sign companies' AoA	Can be delegated
	Purchase shares	Can be delegated
	Company liquidation	Can be delegated

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	Sell shares	Can be delegated
	Represent the Company in the company where shares are held	Can be delegated

Incorporate companies in the name of the Company	Commercial Registers	Issue	Can be delegated
		Annual Confirmation	Can be delegated
		De register	Can be delegated
	Register the Company in the Ministry	Can be delegated	
	Represent before the Notary Public	Can be delegated	
	Sign the company's AoA	Can be delegated	
	Sign the shareholders' decisions	Can be delegated	

Bank	Open accounts	Can be delegated
	Open credits	Can be delegated
	Deposit	Can be delegated
	Withdraw	Can be delegated
	Cheque Issuance	Can be delegated
	Update accounts	Can be delegated
	Issue account statements	Can be delegated
	Apply for facilities	Can be delegated
	Apply for guarantees	Can be delegated
	Sign loan agreements	Can be delegated
	Sign commercial bonds	Can be delegated
	Sign promissory notes	Can be delegated
	Apply for any request or service provided by the Ministry of Communications and Information Technology	Can be delegated
	The authority to delegate, in accordance with the relevant laws, any person to apply for any request or service provided by the Ministry of Communications and Information Technology	Can be delegated
	Issuing commercial bonds (Electronically)	Can be delegated
	Sign commercial bonds (Electronically)	Can be delegated
	Execution of Contracts (Electronically)	Can be delegated
	Signing of Operational Contracts (Electronically)	Can be delegated
Signing electronic guarantees and letters of credit.	Can be delegated	

Property Management	Purchase, sell and convey properties	Real Estate Properties	Purchase	Can be delegated
			Sell	Can be delegated

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		Lands	Conveyance	Can be delegated
			Purchase	Can be delegated
			Sell	Can be delegated
		Shares	Conveyance	Can be delegated
			Purchase	Can be delegated
			Sell	Can be delegated
	Property mortgage	Right to mortgage	Can be delegated	
		Discharge mortgage	Can be delegated	
		Receipt	Can be delegated	

Issuing commercial bonds	Approval and signing of commercial bonds.	Can be delegated
	Issuance of commercial bonds	Can be delegated
	Cancellation of commercial bonds	Can be delegated
	Closure of commercial bonds	Can be delegated

Amend the AoAs of the companies to which the Company is a Shareholders	Approve shareholders' decisions.	Change legal entity	Can be delegated
		Increase or decrease capital	Can be delegated
		Accept assignment and purchase of shares	Can be delegated
		Entry and exit of shareholders	Can be delegated
		Sign the shareholders' decision to merge	Can be delegated
		Amend the remainder of the provisions of the AoA.	Can be delegated
	Company liquidation	Can be delegated	
	Convert the Company into an establishment	Can be delegated	
Judiciary	Represent the Company before Sharia courts	consider and respond to claims	Can be delegated
		Reconciliation	Can be delegated
		Refusal and acceptance of arbitration	Can be delegated
		Refusal and acceptance of reconciliation	Can be delegated
		Acknowledgment and denial	Can be delegated
		Waiver	Can be delegated
		Pleading	Can be delegated
		Defensing	Can be delegated

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		Claiming	Can be delegated
		Disputing	Can be delegated
	Appoint arbitrators	Can be delegated	
	Appoint lawyers	Can be delegated	
	Represent the Company before Notaries	Can be delegated	
	Use and execute all electronic services of the Ministry of Justice	Can be delegated	
	Delegate or give POA to third parties to execute all electronic services of the Ministry of Justice	Can be delegated	
	(Sign loan contract agreement and its amendments, appendices and all relevant documents; sign follow-up agreement; sign counseling agreement; sign before the notary public regarding the industrial mortgage for mortgaging all the company's property; receive the loan; waive the loan; request loan exemption; repay the loan; and sign the letter of credit agreement)	Can be delegated	
	(Sign on corporate guarantee)	Can be delegated	
	(Sign the transfer of liabilities agreement and	Can be delegated	

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	amend the Loan contract)		
	(Sign Debt Settlement Agreement on behalf of the company and shareholders)	Can be delegated	
	(Issue, amend and cancel the waiver announcement)	Can be delegated	

Services of the National Center for the Development of the Non-Profit Sector	Services of brokerage for collection, exchange, marketing, and other brokerage services in the non-profit sector.	Can be delegated
	Volunteer services	Can be delegated
	Services for the establishment and management of non-profit entities	Can be delegated
	Services for providing goods and services to non-profit entities.	Can be delegated

Use and implementation of all services of Etimad platform.	Can be delegated
Utilizing and executing all electronic services of the Ministry of Human Resources and Social Development.	Can be delegated
Purchase establishment	Can be delegated
Sign all documents at the Chamber of Commerce	Can be delegated
Sell establishment	Can be delegated
Apply to Records Department	Can be delegated
Obtain registers	Can be delegated
Transfer commercial registers	Can be delegated
Manage registers	Can be delegated
Cancel registers	Can be delegated
Supervise registers	Can be delegated
Commence subscription to the Chamber of Commerce	Can be delegated
Authenticate signature with the Chamber of Commerce	Can be delegated
Cancel signature with the Chamber of Commerce	Can be delegated
Participate in tenders and receive forms	Can be delegated
Apply to GOSI	Can be delegated
Apply to GAZT	Can be delegated
Manage commercial registers	Can be delegated
Cancel commercial registers	Can be delegated

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Apply to Civil Defense	Can be delegated
Amend register	Can be delegated
Add activity	Can be delegated
Reserve trade name	Can be delegated
Renew subscription to the Chamber of Commerce	Can be delegated
Amend commercial registers	Can be delegated
Transfer commercial register	Can be delegated
Obtain a replacement of a damaged or lost commercial register	Can be delegated
Obtain a replacement of a damaged or lost commercial register	Can be delegated
Register a trademark	Can be delegated
Assign trademark	Can be delegated
Assign tradename	Can be delegated
Obtain licenses	Can be delegated
Purchase boats	Can be delegated
Obtain a replacement of a damaged or lost fishing permits	Can be delegated
Import boats	Can be delegated
Cancel boat licenses	Can be delegated
Renew licenses	Can be delegated
Amend license	Can be delegated
Add activity	Can be delegated
Reserve names	Can be delegated
Cancel licenses	Can be delegated
Renew subscription to the Chamber of Commerce	Can be delegated
Open branches	Can be delegated
Apply to GOSI	Can be delegated
Apply to Civil Defense	Can be delegated
Apply to GAZT	Can be delegated
Obtain fishing permits	Can be delegated
Obtain boat license	Can be delegated
Renew boat license	Can be delegated
Transfer boat license	Can be delegated
Sell a boat	Can be delegated
Renew fishing permit	Can be delegated
Cancel fishing permit	Can be delegated
Obtain a replacement for damaged and lost boat license	Can be delegated
Open branch for license	Can be delegated
Transfer license	Can be delegated
Incorporate a company	Can be delegated
Sign AoA and amendment annexes	Can be delegated
Cancel AoAs and amendment annexes	Can be delegated
Sign the Company's decisions	Can be delegated
Appoint and dismiss Managers	Can be delegated

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Amend Company's purposes	Can be delegated
Company liquidation	Can be delegated
Convert Company from joint stock into limited liability company	Can be delegated
Convert Company from limited liability into joint-stock company	Can be delegated
Convert Company from joint liability into limited liability company	Can be delegated
Increase capital	Can be delegated
Decrease capital	Can be delegated
Entry and exit of shareholders	Can be delegated
Enter into existing companies	Can be delegated
Transfer shares, stocks and bonds	Can be delegated
Determine capital	Can be delegated
Receive allocation surplus	Can be delegated
Sell shares and stocks and receive their value.	Can be delegated
Assign shares and stocks from capital	Can be delegated
Sell the Company's branch	Can be delegated
Modify nationality of a shareholder in the AoA	Can be delegated
Accept assignment of shares, stocks and capital	Can be delegated
Purchase shares and stocks and pay prices	Can be delegated
Close bank accounts in the Company's name	Can be delegated
Open bank accounts in the Company's name	Can be delegated
Sign agreements	Can be delegated
Register the company	Can be delegated
Register agencies and trademarks	Can be delegated
Attend general assemblies	Can be delegated
Open Company's branches	Can be delegated
Open Company's files	Can be delegated
Sign AoAs and amendment annexes before the Notary Public	Can be delegated
Obtain and renew the Company's commercial registers	Can be delegated
Subscribe and renew subscription to the chamber of commerce	Can be delegated
Apply to and sign before the General Investment Authority.	Can be delegated
Apply to the Saudi Standards, Metrology, and Quality Organization (SASO)	Can be delegated
Apply to the Capital Market Authority (CMA)	Can be delegated
Obtain and renew licenses for the Company	Can be delegated
Convert the establishment into a company	Can be delegated
Convert the Company branch into an establishment	Can be delegated
Convert the Company branch into a company	Can be delegated
Publish AoAs, amendment annexes and their summaries, and the bylaws in the official gazette.	Can be delegated
Apply to communication, land lines and mobile companies in the Company's name.	Can be delegated
Participate in tenders and receive forms	Can be delegated
Sign contracts of the Company with third parties	Can be delegated

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Assign or cancel trademarks	Can be delegated
Amend the Company's name	Can be delegated
Obtain visas	Can be delegated
Convert the Company into an establishment	Can be delegated
Receive visa compensation	Can be delegated
Update workers' details	Can be delegated
Open, renew and cancel primary and secondary files	Can be delegated
Liquidate and terminate labor	Can be delegated
Report the absconding of the workers	Can be delegated
Cancel absconding reports of the workers	Can be delegated
Transfer sponsorships	Can be delegated
Amend professions	Can be delegated
Transfer ownership, liquidation and cancellation of establishments	Can be delegated
Apply to civil recruitment offices department	Can be delegated
Apply to the Computer Department in the Workforce	Can be delegated
Obtain and renew work permits	Can be delegated
Receive Saudization certificates	Can be delegated
Obtain a printout of statements	Can be delegated
Add and delist Saudis	Can be delegated
Recruitment	Can be delegated
Recruitment	Can be delegated
Open files	Can be delegated
Activate the Saudi Portal	Can be delegated
Recruit workers from abroad	Can be delegated
Finalize the procedures of the workers with the GOSI	Can be delegated
Cancel visas	Can be delegated
Recover visa costs	Can be delegated
Amend nationalities	Can be delegated
Obtain visas for family visits	Can be delegated
Obtain visas for bringing family members	Can be delegated
Apply to embassies	Can be delegated
Extend exit and re-entry visas	Can be delegated
Extend visit visas	Can be delegated
Obtain a printout of statements	Can be delegated
Cancel visas	Can be delegated
Recover visa costs	Can be delegated
Amend destinations	Can be delegated
Obtain residence permits (Iqama)	Can be delegated
Renew residence permits (Iqama)	Can be delegated
Prepare exit and re-entry visas	Can be delegated
Prepare the final exit visa	Can be delegated
Transfer sponsorships	Can be delegated

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Obtain replacements for damaged or lost residence permits (Iqama)	Can be delegated
Finalize the procedures of the deceased workers	Can be delegated
Report an absconding	Can be delegated
Cancel absconding reports	Can be delegated
Transmit information and update data	Can be delegated
Settle and assign workers	Can be delegated
Apply to the General Department of Expatriate Affairs	Can be delegated
Obtain a printout of worker details statement	Can be delegated
Terminate employment	Can be delegated
Manage my businesses	Can be delegated
Transfer worker sponsorship to himself	Can be delegated
Add a newborn child	Can be delegated
Finalize deceased worker procedures	Can be delegated
Manage ports' affairs	Can be delegated
Obtain repatriation certificates	Can be delegated
Add dependents	Can be delegated
Add children to the father's or mother's passport	Can be delegated
Separate children from father's or mother's passport	Can be delegated
Cancel exit and re-entry visas	Can be delegated
Cancel final exit visas	Can be delegated
Obtain replacement for damaged and lost travel visas	Can be delegated
Obtain visit visas extensions	Can be delegated
Amend professions	Can be delegated
Obtain Hajj permits	Can be delegated
Apply to domestic workers affairs	Can be delegated
Register in the e-service	Can be delegated
Apply to the Ministry of Agriculture and the Directorate of Agriculture with regard to	Can be delegated
Apply to the public notary or the court for conveyance	Can be delegated
Assign agricultural decision	Can be delegated
Transfer agricultural decision	Can be delegated
Receive salaries	Can be delegated
Receive pensions	Can be delegated
Receive end of service gratuity and leaves balances	Can be delegated
Transfer salaries	Can be delegated
Receive bonus	Can be delegated
Obtain salary statements	Can be delegated
Receive my dues	Can be delegated
Open account based on Sharia controls	Can be delegated
Close and settle accounts	Can be delegated
Withdraw from bank accounts	Can be delegated
Obtain ATM cards	Can be delegated
Obtain Islamic-Sharia-compliant credits cards	Can be delegated

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Receive and cash remittances	Can be delegated
Cash cheques	Can be delegated
Issue certified cheques	Can be delegated
Obtain cheque books	Can be delegated
Obtain account statement	Can be delegated
Transfer from accounts	Can be delegated
Apply for Sharia-compliant bank loans	Can be delegated
Open account based on Sharia controls	Can be delegated
Deposit into the accounts	Can be delegated
Renew subscription to trust funds	Can be delegated
Open trust funds	Can be delegated
Subscribe to trust funds	Can be delegated
Apply for loan forgiveness	Can be delegated
Object to cheques	Can be delegated
Update data	Can be delegated
Activate accounts	Can be delegated
Receive cheques	Can be delegated
Redeem trust fund units	Can be delegated
Audit	Can be delegated
Reschedule installments	Can be delegated
Request points of sale	Can be delegated
Apply for bank credits	Can be delegated
Apply for bank guarantees	Can be delegated
Subscribe to joint-stock companies	Can be delegated
Receive shareholding certificates	Can be delegated
Purchase sharia-compliant shares	Can be delegated
Sell Sharia-compliant shares	Can be delegated
Receive share value	Can be delegated
Receive profits	Can be delegated
Receive surpluses	Can be delegated
Open Sharia-controlled investment portfolios, and issue, amend or cancel orders	Can be delegated
Subscription	Can be delegated
Purchase shares	Can be delegated
Sell shares	Can be delegated
Redeem investment fund units	Can be delegated
Transfer shares from portfolio	Can be delegated
Subscribe to units of Sharia-compliant investment portfolio	Can be delegated
Manage investment portfolio	Can be delegated
Obtain indebtedness certificates	Can be delegated
Liquidate investment portfolio	Can be delegated
Open stores	Can be delegated
Obtain health cards	Can be delegated

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Convert farm lands into construction lands	Can be delegated
Apply to the General Department of Urban Planning	Can be delegated
Open stores	Can be delegated
Obtain licenses	Can be delegated
Renew licenses	Can be delegated
Cancel licenses	Can be delegated
Transfer licenses	Can be delegated
Obtain building and restoration reports	Can be delegated
Land planning	Can be delegated
Obtain building completion certificates	Can be delegated
Obtain fencing licenses	Can be delegated
Obtain demolition permits	Can be delegated
Sign leases	Can be delegated
Assign contracts	Can be delegated
Prepare a scheme for the owned land	Can be delegated
Apply to the municipality	Can be delegated
Convert agricultural lands into residential ones	Can be delegated
Supervise construction	Can be delegated
Sign contracts with construction institutions and contractors	Can be delegated
Participate in tenders and receive forms	Can be delegated
Sell and transfer to the buyer	Can be delegated
Purchase and accept the transfer and pay the price	Can be delegated
Receive deeds	Can be delegated
Lease	Can be delegated
Receive rental value	Can be delegated
Sign lease contracts	Can be delegated
Renew lease contracts	Can be delegated
Cancel and terminate lease contracts	Can be delegated
Mortgage	Can be delegated
Discharge mortgage	Can be delegated
Divide and sort	Can be delegated
Amend boundaries, lengths, area, plot numbers, charts, deeds and their dates, and neighborhood names	Can be delegated
Sell	Can be delegated
Accept mortgage	Can be delegated
Update deeds and drag them into the Integrated System	Can be delegated
Sell the share of	Can be delegated
Purchase	Can be delegated
Purchase the share of	Can be delegated
Lease	Can be delegated
Amend the owner's name and the civil register number	Can be delegated
Gift and conveyance	Can be delegated
Accept gift and transfer	Can be delegated

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Assign the decrease in the space	Can be delegated
Integrate deeds	Can be delegated
Accept waiver and transfer	Can be delegated
Obtain a set of lost deeds replacement, and its data as follows:	Can be delegated
Obtain a set of lost deeds replacement, and its data as follows:	Can be delegated
Sell and transfer to the heirs	Can be delegated
Assign the share of	Can be delegated
Register the building	Can be delegated
Obtain replacement of lost deed	Can be delegated
This is for real estate located in	Can be delegated
Convert agricultural land into residential or industrial ones	Can be delegated
Enter into real estate shareholdings	Can be delegated
Purchase real estate shares	Can be delegated
Sell real estate shares	Can be delegated
Assign leased land	Can be delegated
Update the deed and enter it into the Integrated System	Can be delegated
Obtain replacement of lost deed	Can be delegated
Convert farm lands into construction lands	Can be delegated
Build on land	Can be delegated
Lease land	Can be delegated
Change the legal entity of the Company	Can be delegated
Convert the Company from a limited partnership to a limited liability Company	Can be delegated
Divide the shares among the heirs and transfer them to their portfolios	Can be delegated

The Board is required to obtain the approval of the General Assembly when selling assets whose value exceeds fifty percent (50%) of the value of its total assets, whether the sale takes place through one transaction or several transactions, in which case the transaction that leads to exceeding fifty percent (50%) of the value of the assets is the transaction that requires the approval of the General Assembly, and this percentage is calculated from the date of the first transaction made during the previous twelve (12) months. The Board may, within the limits of its competence, delegate one or more of its members or third parties to carry out certain work(s).

Article 20: Remuneration of Board of Directors

1- The remuneration of the Board of Directors shall consist of a fixed amount, or attendance allowance for meetings, or in-kind benefits, or a percentage of the net profits, or whatever is determined by the Ordinary General Assembly.

2- The report submitted by the Board of Directors to the Ordinary General Assembly shall contain a statement of all payments made to the members of the Board during the fiscal year; remuneration, attendance allowance, expenses and other benefits. It shall as well contain a statement of payments made in consideration for technical, administrative or consultancy assignments carried out by the

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Board's members alongside a statement of number of Board meetings and the meetings attended by each member.

Article 21: Powers of the Chairman, Vice Chairman, Managing Director and Secretary

The board of directors appoints a chairman among its members in its first meeting . The Board may appoint managing director among its members. The Board appoints a deputy among its members in its first meeting

1- The Board shall appoint a Chief Executive Officer from among its members or others.

The Chairman of the Board shall be concerned with the following matters

Commercial Registers	Main	Annual Confirmation	To be exercised solely
			Can be delegated
		De register	To be exercised solely
			Can be delegated
	Sub	Issue	To be exercised solely
			Can be delegated
		Annual Confirmation	To be exercised solely
			Can be delegated
De register	To be exercised solely		
	Can be delegated		

Companies, to which the Company is a shareholder	Sign companies' AoA	To be exercised solely
		Can be delegated
	Purchase shares	To be exercised solely
		Can be delegated
	Company liquidation	To be exercised solely
		Can be delegated
	Sell shares	To be exercised solely
		Can be delegated
	Represent the Company in the company where shares are held	To be exercised solely
		Can be delegated

Incorporate companies in the	Commercial Registers	Issue	To be exercised solely
			Can be delegated
		Annual Confirmation	To be exercised solely

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name of the Company			Can be delegated
		De register	To be exercised solely
			Can be delegated
	Register the Company in the Ministry	To be exercised solely	
		Can be delegated	
	Represent before the Notary Public	To be exercised solely	
		Can be delegated	
	Sign the company's AoA	To be exercised solely	
		Can be delegated	
	Sign the shareholders' decisions	To be exercised solely	
		Can be delegated	

Bank	Open accounts	To be exercised solely
		Can be delegated
	Open credits	To be exercised solely
		Can be delegated
	Deposit	To be exercised solely
		Can be delegated
	Withdraw	To be exercised solely
		Can be delegated
	Issue cheques	To be exercised solely
		Can be delegated
	Update accounts	To be exercised solely
		Can be delegated
	Issue account statements	To be exercised solely
		Can be delegated
	Apply for facilities	To be exercised solely
		Can be delegated
	Apply for guarantees	To be exercised solely
		Can be delegated
Sign loan agreements	To be exercised solely	
	Can be delegated	
Sign commercial bonds	To be exercised solely	
	Can be delegated	
Sign promissory notes	To be exercised solely	
	Can be delegated	
	To be exercised solely	

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	Apply for any request or service provided by the Ministry of Communications and Information Technology	Can be delegated
	The authority to delegate, in accordance with the relevant laws, any person to apply for any request or service provided by the Ministry of Communications and Information Technology	To be exercised solely
		Can be delegated
	Issuing commercial bonds (Electronically)	To be exercised solely
		Can be delegated
	Sign commercial bonds (Electronically)	To be exercised solely
		Can be delegated
	Execution of Contracts (Electronically)	To be exercised solely
Can be delegated		
Signing of Operational Contracts (Electronically)	To be exercised solely	
	Can be delegated	
Signing electronic guarantees and letters of credit.	To be exercised solely	
	Can be delegated	

Property Management	Purchase, sell and convey properties	Real Estate Properties	Purchase	To be exercised solely
				Can be delegated
			Sell	To be exercised solely
				Can be delegated
			Conveyance	To be exercised solely
				Can be delegated
		Lands	Purchase	To be exercised solely
				Can be delegated
			Sell	To be exercised solely
				Can be delegated
			Conveyance	To be exercised solely
				Can be delegated
	Shares	Purchase	To be exercised solely	
			Can be delegated	
Sell		To be exercised solely		
		Can be delegated		
Property mortgage	Right to mortgage	To be exercised solely		
		Can be delegated		

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		Discharge mortgage	To be exercised solely	
			Can be delegated	
		Receipt	To be exercised solely	
			Can be delegated	

Issuing commercial bonds	Approval and signing of commercial bonds.	To be exercised solely
		Can be delegated
	Issuance of commercial bonds	To be exercised solely
		Can be delegated
	Cancellation of commercial bonds	To be exercised solely
		Can be delegated
	Closure of commercial bonds	To be exercised solely
		Can be delegated

Amend the MOAs of the companies to which the Company is a partner	Approve shareholders' decisions.	Change legal entity	To be exercised solely
			Can be delegated
		Increase or decrease capital	To be exercised solely
			Can be delegated
		Accept assignment and purchase of shares	To be exercised solely
			Can be delegated
	Entry and exit of partners	To be exercised solely	
		Can be delegated	
	Sign the shareholders' decision to merge	To be exercised solely	
		Can be delegated	
	Amend the remainder of the provisions of the AoA.	To be exercised solely	
		Can be delegated	
Company liquidation	To be exercised solely		
	Can be delegated		
Convert the Company into an establishment	To be exercised solely		
	Can be delegated		
Judiciary	Represent the Company before Sharia courts	Consider and respond to claims	To be exercised solely
			Can be delegated
	Reconciliation	To be exercised solely	

			Can be delegated
		Refusal and acceptance of arbitration	To be exercised solely
			Can be delegated
		Refusal and acceptance of reconciliation	To be exercised solely
			Can be delegated
		Acknowledgment and denial	To be exercised solely
			Can be delegated
		Waiver	To be exercised solely
			Can be delegated
		Pleading	To be exercised solely
			Can be delegated
		Defensing	To be exercised solely
			Can be delegated
		Claiming	To be exercised solely
			Can be delegated
		Disputing	To be exercised solely
			Can be delegated
		Appoint arbitrators	To be exercised solely
Can be delegated			
Appoint lawyers	To be exercised solely		
	Can be delegated		
Represent the Company before Notaries	To be exercised solely		
	Can be delegated		
Use and execute all electronic services of the Ministry of Justice	To be exercised solely		
	Can be delegated		
Delegate or give POA to third parties to execute all electronic services of the Ministry of Justice	To be exercised solely		
	Can be delegated		
(Sign loan contract agreement and its amendments, appendices and all relevant documents;	To be exercised solely		
	Can be delegated		

	sign follow-up agreement; sign counseling agreement; sign before the notary public regarding the industrial mortgage for mortgaging all the company's property; receive the loan; waive the loan; request loan exemption; repay the loan; and sign the letter of credit agreement)		
	(Sign on corporate guarantee)	To be exercised solely	
		Can be delegated	
	(Sign the transfer of liabilities agreement and amend the Loan contract)	To be exercised solely	
		Can be delegated	
	(Sign debt settlement agreement on behalf of the company and shareholders)	To be exercised solely	
		Can be delegated	
	(Issue, amend and cancel the waiver announcement)	To be exercised solely	
		Can be delegated	

Services of the National Center for the Development of the Non-Profit Sector	Services of brokerage for collection, exchange, marketing, and other brokerage services in the non-profit sector.	To be exercised solely
		Can be delegated
	Volunteer services	To be exercised solely
		Can be delegated

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	Services for the establishment and management of non-profit entities	To be exercised solely
		Can be delegated
	Services for providing goods and services to non-profit entities.	To be exercised solely
		Can be delegated

Use and implementation of all services of Etimad platform.	To be exercised solely
	Can be delegated
Utilizing and executing all electronic services of the Ministry of Human Resources and Social Development.	To be exercised solely
	Can be delegated
Purchase establishment	To be exercised solely
	Can be delegated
Sign all documents at the Chamber of Commerce	To be exercised solely
	Can be delegated
Sell establishment	To be exercised solely
	Can be delegated
Apply to Records Department	To be exercised solely
	Can be delegated
Obtain registers	To be exercised solely
	Can be delegated
Transfer commercial registers	To be exercised solely
	Can be delegated
Manage registers	To be exercised solely
	Can be delegated
Cancel registers	To be exercised solely
	Can be delegated
Supervise registers	To be exercised solely
	Can be delegated
Commence subscription to the Chamber of Commerce	To be exercised solely
	Can be delegated
Authenticate signature with the Chamber of Commerce	To be exercised solely
	Can be delegated
Cancel signature with the Chamber of Commerce	To be exercised solely
	Can be delegated

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Participate in tenders and receive forms	To be exercised solely
	Can be delegated
Apply to GOSI	To be exercised solely
	Can be delegated
Apply to GAZT	To be exercised solely
	Can be delegated
Manage commercial registers	To be exercised solely
	Can be delegated
Cancel commercial registers	To be exercised solely
	Can be delegated
Apply to Civil Defense	To be exercised solely
	Can be delegated
Amend register	To be exercised solely
	Can be delegated
Add activity	To be exercised solely
	Can be delegated
Reserve trade name	To be exercised solely
	Can be delegated
Renew subscription to the Chamber of Commerce	To be exercised solely
	Can be delegated
Amend commercial registers	To be exercised solely
	Can be delegated
Transfer commercial register	To be exercised solely
	Can be delegated
Obtain a replacement of a damaged or lost commercial register	To be exercised solely
	Can be delegated
Obtain a replacement of a damaged or lost commercial register	To be exercised solely
	Can be delegated
Register a trademark	To be exercised solely
	Can be delegated
Assign trademark	To be exercised solely
	Can be delegated
Assign tradename	To be exercised solely
	Can be delegated
Obtain licenses	To be exercised solely
	Can be delegated

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Purchase boats	To be exercised solely
	Can be delegated
Obtain a replacement of a damaged or lost fishing permits	To be exercised solely
	Can be delegated
Import boats	To be exercised solely
	Can be delegated
Cancel boat licenses	To be exercised solely
	Can be delegated
Renew licenses	To be exercised solely
	Can be delegated
Amend license	To be exercised solely
	Can be delegated
Add activity	To be exercised solely
	Can be delegated
Reserve names	To be exercised solely
	Can be delegated
Cancel licenses	To be exercised solely
	Can be delegated
Renew subscription to the Chamber of Commerce	To be exercised solely
	Can be delegated
Open branches	To be exercised solely
	Can be delegated
Apply to GOSI	To be exercised solely
	Can be delegated
Apply to Civil Defense	To be exercised solely
	Can be delegated
Apply to GAZT	To be exercised solely
	Can be delegated
Obtain fishing permits	To be exercised solely
	Can be delegated
Obtain boat license	To be exercised solely
	Can be delegated
Renew boat license	To be exercised solely
	Can be delegated
Transfer boat license	To be exercised solely
	Can be delegated
Sell a boat	To be exercised solely

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	Can be delegated
Renew fishing permit	To be exercised solely
	Can be delegated
Cancel fishing permit	To be exercised solely
	Can be delegated
Obtain a replacement for damaged and lost boat license	To be exercised solely
	Can be delegated
Open branch for license	To be exercised solely
	Can be delegated
Transfer license	To be exercised solely
	Can be delegated
Incorporate a company	To be exercised solely
	Can be delegated
Sign AoA and amendment annexes	To be exercised solely
	Can be delegated
Cancel AoAs and amendment annexes	To be exercised solely
	Can be delegated
Sign the Company's decisions	To be exercised solely
	Can be delegated
Appoint and dismiss Managers	To be exercised solely
	Can be delegated
Amend Company's purposes	To be exercised solely
	Can be delegated
Company liquidation	To be exercised solely
	Can be delegated
Convert Company from joint stock into limited liability company	To be exercised solely
	Can be delegated
Convert Company from limited liability into joint-stock company	To be exercised solely
	Can be delegated
Convert Company from joint liability into limited liability company	To be exercised solely
	Can be delegated
Increase capital	To be exercised solely
	Can be delegated
Decrease capital	To be exercised solely
	Can be delegated

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Entry and exit of partners	To be exercised solely
	Can be delegated
Enter into existing companies	To be exercised solely
	Can be delegated
Transfer shares, stocks and bonds	To be exercised solely
	Can be delegated
Determine capital	To be exercised solely
	Can be delegated
Receive allocation surplus	To be exercised solely
	Can be delegated
Sell shares and stocks and receive their value.	To be exercised solely
	Can be delegated
Assign shares and stocks from capital	To be exercised solely
	Can be delegated
Sell the Company's branch	To be exercised solely
	Can be delegated
Modify nationality of a shareholder in the MOA	To be exercised solely
	Can be delegated
Accept assignment of shares, stocks and capital	To be exercised solely
	Can be delegated
Purchase shares and stocks and pay prices	To be exercised solely
	Can be delegated
Close bank accounts in the Company's name	To be exercised solely
	Can be delegated
Open bank accounts in the Company's name	To be exercised solely
	Can be delegated
Sign agreements	To be exercised solely
	Can be delegated
Register the company	To be exercised solely
	Can be delegated
Register agencies and trademarks	To be exercised solely
	Can be delegated
Attend general assemblies	To be exercised solely
	Can be delegated
Open Company's branches	To be exercised solely
	Can be delegated
Open Company's files	To be exercised solely

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	Can be delegated
Sign AoAs and amendment annexes before the Notary Public	To be exercised solely
	Can be delegated
Obtain and renew the Company's commercial registers	To be exercised solely
	Can be delegated
Subscribe and renew subscription to the chamber of commerce	To be exercised solely
	Can be delegated
Apply to and sign before the General Investment Authority.	To be exercised solely
	Can be delegated
Apply to the Saudi Standards, Metrology, and Quality Organization (SASO)	To be exercised solely
	Can be delegated
Apply to the Capital Market Authority (CMA)	To be exercised solely
	Can be delegated
Obtain and renew licenses for the Company	To be exercised solely
	Can be delegated
Convert the establishment into a company	To be exercised solely
	Can be delegated
Convert the Company branch into an establishment	To be exercised solely
	Can be delegated
Convert the Company branch into a company	To be exercised solely
	Can be delegated
Publish AoAs, amendment annexes and their summaries, and the bylaws in the official gazette.	To be exercised solely
	Can be delegated
Apply to communication, land lines and mobile companies in the Company's name.	To be exercised solely
	Can be delegated
Participate in tenders and receive forms	To be exercised solely
	Can be delegated
Sign contracts of the Company with third parties	To be exercised solely
	Can be delegated
Assign or cancel trademarks	To be exercised solely
	Can be delegated
Amend the Company's name	To be exercised solely
	Can be delegated
Obtain visas	To be exercised solely
	Can be delegated

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Convert the Company into an establishment	To be exercised solely
	Can be delegated
Receive visa compensation	To be exercised solely
	Can be delegated
Update workers' details	To be exercised solely
	Can be delegated
Open, renew and cancel primary and secondary files	To be exercised solely
	Can be delegated
Liquidate and terminate labor	To be exercised solely
	Can be delegated
Report the absconding of the workers	To be exercised solely
	Can be delegated
Cancel absconding reports of the workers	To be exercised solely
	Can be delegated
Transfer sponsorships	To be exercised solely
	Can be delegated
Amend professions	To be exercised solely
	Can be delegated
Transfer ownership, liquidation and cancellation of establishments	To be exercised solely
	Can be delegated
Apply to civil recruitment offices department	To be exercised solely
	Can be delegated
Apply to the Computer Department in the Workforce	To be exercised solely
	Can be delegated
Obtain and renew work permits	To be exercised solely
	Can be delegated
Receive Saudization certificates	To be exercised solely
	Can be delegated
Obtain a printout of statements	To be exercised solely
	Can be delegated
Add and delist Saudis	To be exercised solely
	Can be delegated
Recruitment	To be exercised solely
	Can be delegated
Recruitment	To be exercised solely

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	Can be delegated
Open files	To be exercised solely
	Can be delegated
Activate the Saudi Portal	To be exercised solely
	Can be delegated
Recruit workers from abroad	To be exercised solely
	Can be delegated
Finalize the procedures of the workers with the GOSI	To be exercised solely
	Can be delegated
Cancel visas	To be exercised solely
	Can be delegated
Recover visa costs	To be exercised solely
	Can be delegated
Amend nationalities	To be exercised solely
	Can be delegated
Obtain visas for family visits	To be exercised solely
	Can be delegated
Obtain visas for bringing family members	To be exercised solely
	Can be delegated
Apply to embassies	To be exercised solely
	Can be delegated
Extend exit and re-entry visas	To be exercised solely
	Can be delegated
Extend visit visas	To be exercised solely
	Can be delegated
Obtain a printout of statements	To be exercised solely
	Can be delegated
Cancel visas	To be exercised solely
	Can be delegated
Recover visa costs	To be exercised solely
	Can be delegated
Amend destinations	To be exercised solely
	Can be delegated
Obtain residence permits (Iqama)	To be exercised solely

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	Can be delegated
Renew residence permits (Iqama)	To be exercised solely
	Can be delegated
Prepare exit and re-entry visas	To be exercised solely
	Can be delegated
Prepare the final exit visa	To be exercised solely
	Can be delegated
Transfer sponsorships	To be exercised solely
	Can be delegated
Obtain replacements for damaged or lost residence permits (Iqama)	To be exercised solely
	Can be delegated
Finalize the procedures of the deceased workers	To be exercised solely
	Can be delegated
Report an absconding	To be exercised solely
	Can be delegated
Cancel absconding reports	To be exercised solely
	Can be delegated
Transmit information and update data	To be exercised solely
	Can be delegated
Settle and assign workers	To be exercised solely
	Can be delegated
Apply to the General Department of Expatriate Affairs	To be exercised solely
	Can be delegated
Obtain a printout of worker details statement	To be exercised solely
	Can be delegated
Terminate employment	To be exercised solely
	Can be delegated
Manage my businesses	To be exercised solely
	Can be delegated
Transfer worker sponsorship to himself	To be exercised solely
	Can be delegated
Add a newborn child	To be exercised solely
	Can be delegated
Finalize deceased worker procedures	To be exercised solely
	Can be delegated
Manage ports' affairs	To be exercised solely

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	Can be delegated
Obtain repatriation certificates	To be exercised solely
	Can be delegated
Add dependents	To be exercised solely
	Can be delegated
Add children to the father's or mother's passport	To be exercised solely
	Can be delegated
Separate children from father's or mother's passport	To be exercised solely
	Can be delegated
Cancel exit and re-entry visas	To be exercised solely
	Can be delegated
Cancel final exit visas	To be exercised solely
	Can be delegated
Obtain replacement for damaged and lost travel visas	To be exercised solely
	Can be delegated
Obtain visit visas extensions	To be exercised solely
	Can be delegated
Amend professions	To be exercised solely
	Can be delegated
Obtain Hajj permits	To be exercised solely
	Can be delegated
Apply to domestic workers affairs	To be exercised solely
	Can be delegated
Register in the e-service	To be exercised solely
	Can be delegated
Apply to the Ministry of Agriculture and the Directorate of Agriculture with regard to	To be exercised solely
	Can be delegated
Apply to the public notary or the court for conveyance	To be exercised solely
	Can be delegated
Assign agricultural decision	To be exercised solely
	Can be delegated
Transfer agricultural decision	To be exercised solely
	Can be delegated
Receive salaries	To be exercised solely
	Can be delegated
Receive pensions	To be exercised solely
	Can be delegated

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Receive end of service gratuity and leaves balances	To be exercised solely
	Can be delegated
Transfer salaries	To be exercised solely
	Can be delegated
Receive bonus	To be exercised solely
	Can be delegated
Obtain salary statements	To be exercised solely
	Can be delegated
Receive my dues	To be exercised solely
	Can be delegated
Open account based on Sharia controls	To be exercised solely
	Can be delegated
Close and settle accounts	To be exercised solely
	Can be delegated
Withdraw from bank accounts	To be exercised solely
	Can be delegated
Obtain ATM cards	To be exercised solely
	Can be delegated
Obtain Islamic-Sharia-compliant credits cards	To be exercised solely
	Can be delegated
Receive and cash remittances	To be exercised solely
	Can be delegated
Cash cheques	To be exercised solely
	Can be delegated
Issue certified cheques	To be exercised solely
	Can be delegated
Obtain cheque books	To be exercised solely
	Can be delegated
Obtain account statement	To be exercised solely
	Can be delegated
Transfer from accounts	To be exercised solely
	Can be delegated
Apply for Sharia-compliant bank loans	To be exercised solely
	Can be delegated
Open account based on Sharia controls	To be exercised solely
	Can be delegated
Deposit into the accounts	To be exercised solely

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	Can be delegated
Renew subscription to trust funds	To be exercised solely
	Can be delegated
Open trust funds	To be exercised solely
	Can be delegated
Subscribe to trust funds	To be exercised solely
	Can be delegated
Apply for loan forgiveness	To be exercised solely
	Can be delegated
Object to cheques	To be exercised solely
	Can be delegated
Update data	To be exercised solely
	Can be delegated
Activate accounts	To be exercised solely
	Can be delegated
Receive cheques	To be exercised solely
	Can be delegated
Redeem trust fund units	To be exercised solely
	Can be delegated
Audit	To be exercised solely
	Can be delegated
Reschedule installments	To be exercised solely
	Can be delegated
Request points of sale	To be exercised solely
	Can be delegated
Apply for bank credits	To be exercised solely
	Can be delegated
Apply for bank guarantees	To be exercised solely
	Can be delegated
Subscribe to joint-stock companies	To be exercised solely
	Can be delegated
Receive shareholding certificates	To be exercised solely
	Can be delegated
Purchase sharia-compliant shares	To be exercised solely
	Can be delegated
Sell Sharia-compliant shares	To be exercised solely
	Can be delegated

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Receive share value	To be exercised solely
	Can be delegated
Receive profits	To be exercised solely
	Can be delegated
Receive surpluses	To be exercised solely
	Can be delegated
Open Sharia-controlled investment portfolios, and issue, amend or cancel orders	To be exercised solely
	Can be delegated
Subscription	To be exercised solely
	Can be delegated
Purchase shares	To be exercised solely
	Can be delegated
Sell shares	To be exercised solely
	Can be delegated
Redeem investment fund units	To be exercised solely
	Can be delegated
Transfer shares from portfolio	To be exercised solely
	Can be delegated
Subscribe to units of Sharia-compliant investment portfolio	To be exercised solely
	Can be delegated
Manage investment portfolio	To be exercised solely
	Can be delegated
Obtain indebtedness certificates	To be exercised solely
	Can be delegated
Liquidate investment portfolio	To be exercised solely
	Can be delegated
Open stores	To be exercised solely
	Can be delegated
Obtain health cards	To be exercised solely
	Can be delegated
Convert farm lands into construction lands	To be exercised solely
	Can be delegated
Apply to the General Department of Urban Planning	To be exercised solely
	Can be delegated
Open stores	To be exercised solely
	Can be delegated
Obtain licenses	To be exercised solely

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	Can be delegated
Renew licenses	To be exercised solely
	Can be delegated
Cancel licenses	To be exercised solely
	Can be delegated
Transfer licenses	To be exercised solely
	Can be delegated
Obtain building and restoration reports	To be exercised solely
	Can be delegated
Land planning	To be exercised solely
	Can be delegated
Obtain building completion certificates	To be exercised solely
	Can be delegated
Obtain fencing licenses	To be exercised solely
	Can be delegated
Obtain demolition permits	To be exercised solely
	Can be delegated
Sign leases	To be exercised solely
	Can be delegated
Assign contracts	To be exercised solely
	Can be delegated
Prepare a scheme for the owned land	To be exercised solely
	Can be delegated
Apply to the municipality	To be exercised solely
	Can be delegated
Convert agricultural lands into residential ones	To be exercised solely
	Can be delegated
Supervise construction	To be exercised solely
	Can be delegated
Sign contracts with construction institutions and contractors	To be exercised solely
	Can be delegated
Participate in tenders and receive forms	To be exercised solely
	Can be delegated
Sell and transfer to the buyer	To be exercised solely
	Can be delegated
Purchase and accept the transfer and pay the price	To be exercised solely
	Can be delegated

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Receive deeds	To be exercised solely
	Can be delegated
Lease	To be exercised solely
	Can be delegated
Receive rental value	To be exercised solely
	Can be delegated
Sign lease contracts	To be exercised solely
	Can be delegated
Renew lease contracts	To be exercised solely
	Can be delegated
Cancel and terminate lease contracts	To be exercised solely
	Can be delegated
Mortgage	To be exercised solely
	Can be delegated
Discharge mortgage	To be exercised solely
	Can be delegated
Retail and sorting	To be exercised solely
	Can be delegated
Amend boundaries, lengths, area, plot numbers, charts, deeds and their dates, and neighborhood names	To be exercised solely
	Can be delegated
Sell	To be exercised solely
	Can be delegated
Accept mortgage	To be exercised solely
	Can be delegated
Update deeds and drag them into the Integrated System	To be exercised solely
	Can be delegated
Sell the share of	To be exercised solely
	Can be delegated
Purchase	To be exercised solely
	Can be delegated
Purchase the share of	To be exercised solely
	Can be delegated
Lease	To be exercised solely
	Can be delegated
Amend the owner's name and the civil register number	To be exercised solely
	Can be delegated
Gift and conveyance	To be exercised solely

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	Can be delegated
Accept gift and transfer	To be exercised solely
	Can be delegated
Assign the decrease in the space	To be exercised solely
	Can be delegated
Integrate deeds	To be exercised solely
	Can be delegated
Accept waiver and transfer	To be exercised solely
	Can be delegated
Obtain a set of lost deeds replacement, and its data as follows	To be exercised solely
	Can be delegated
Obtain a set of lost deeds replacement, and its data as follows	To be exercised solely
	Can be delegated
Sell and transfer to the heirs	To be exercised solely
	Can be delegated
Assign the share of	To be exercised solely
	Can be delegated
Register the building	To be exercised solely
	Can be delegated
Obtain replacement of lost deed	To be exercised solely
	Can be delegated
This is for real estate located in	To be exercised solely
	Can be delegated
Convert agricultural land into residential or industrial ones	To be exercised solely
	Can be delegated
Enter into real estate shareholdings	To be exercised solely
	Can be delegated
Purchase real estate shares	To be exercised solely
	Can be delegated
Sell real estate shares	To be exercised solely
	Can be delegated
Assign leased land	To be exercised solely
	Can be delegated
Update the deed and enter it into the Integrated System	To be exercised solely
	Can be delegated
Obtain replacement of lost deed	To be exercised solely
	Can be delegated

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Convert farm lands into construction lands	To be exercised solely
	Can be delegated
Build on land	To be exercised solely
	Can be delegated
Lease land	To be exercised solely
	Can be delegated
Change the legal entity of the Company	To be exercised solely
	Can be delegated
Convert the Company from a limited partnership to a limited liability Company	To be exercised solely
	Can be delegated
Divide the shares among the heirs and transfer them to their portfolios	To be exercised solely
	Can be delegated

The Board shall appoint a Secretary, whether from among the Directors or otherwise.

The Chairman may delegate (by a written decision) some of his powers to other members of the Board or third parties to carry out certain work or work. The Chairman deputy shall replace the Chairman while the latter is absent in cases where the Board of Directors shall have a chairman deputy.

Article 22: Board Meetings:

1. The Board of Directors shall meet at least four times a year upon the invitation of its Chairman. The invitation may be issued by any means that ensures notification. The Chairman must convene a Board meeting whenever any Board member requests it in writing to discuss one or more specific topics.
2. The Board of Directors shall determine the place of holding its meetings, which may be held using modern technology.

Article 23: Deliberations of the Board:

1. The Board deliberations and resolutions shall be drawn in minutes to be prepared by the secretary signed by the meeting president, attending members, and the Secretary.
2. Such minutes shall be recorded in a special register to be signed by the Board Chairman and the Secretary.
3. Modern technology may be used to sign and record deliberations and resolutions and record minutes.

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Article 24: Expiry of Term of the Board, Retirement of its members or Vacancy of Membership

1. Before the end of its term, the Board shall summon the Ordinary General Assembly to elect a Board of Directors for a new term. If the election cannot be held and the term of the current Board expires, its members shall continue to perform their duties until a Board of Directors for a new term is elected. However, the duration of continued service for members of the expired Board shall not exceed the period specified by the regulations.
2. Should elections be delayed and the current Board's term conclude, its members will remain in their roles until a new Board is elected. However, this extended service won't exceed the period stipulated by regulations.
3. A member of the Board may retire from the membership of the Board under a written notification addressed to the Chairman of the Board. If the Chairman of the Board retires, the notification shall be addressed to the rest of the members of the Board and the Secretary of the Board. The retirement shall be effective - in both cases from the date specified in the notification.
4. If a Board of Directors position becomes vacant due to the death or resignation of any of its members, and this vacancy does not disrupt the quorum required for the Board's valid meetings due to the number of members falling below the minimum, the Board may either keep the seat vacant until the end of the term or temporarily appoint to the vacant position someone with the requisite experience and competence. The Commercial Register and the Capital Market Authority must be notified of such appointment within fifteen (15) days from the date of appointment. The appointment must then be presented to the Ordinary General Assembly at its first subsequent meeting for approval. The appointed member shall complete the remaining term of their predecessor.
5. If the necessary conditions for the valid convening of the Board of Directors are not met due to the number of its members falling below the minimum stipulated in the Companies Law or these Bylaws, the remaining members must convene an Ordinary General Assembly meeting within sixty (60) days to elect the required number of members.
6. If a Board of Directors for a new term is not elected, or if the necessary number of Board members is not completed, in accordance with Paragraphs 1, 2, and 5 of this Article, any interested party may request the competent judicial authority to appoint experienced and specialized individuals, in the number it deems appropriate, to oversee the Company's management. This appointed body shall then convene the General Assembly within ninety (90) days to elect a new Board of Directors or complete the necessary number of Board members, as applicable, or to request the dissolution of the Company.

Article 25: Powers and Competencies of the Board of Directors

Subject to the powers reserved for the General Assembly, the Board of Directors shall have the broadest powers and authorities in managing the Company, overseeing its operations and assets, conducting its affairs, and formulating the general policy it follows to achieve its purpose, both within and outside the Kingdom. It also has the right to participate in other companies. Within its

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competencies, the Board may delegate one or more of its members or third parties to undertake a specific task or tasks. These powers include, but are not limited to:

1. Prepare the Board's internal regulations.
2. The Board of Directors holds extensive authority to negotiate, approve, conclude, and sign all types of contracts, documents, and instruments. This broad power encompasses, but isn't limited to, company incorporation agreements (including all amendments, annexes, and liquidation resolutions) and the signing of contracts, instruments, and declarations before notaries public and other official bodies. The Board is also authorized to enter into tenders on behalf of the Company, handle loan agreements, guarantees, sureties, mortgages, and lease contracts, and execute deeds for the buying, selling, and transferring of land and buildings. Furthermore, it covers all other contracts and agreements. To facilitate its operations, the Board may delegate some or all of these powers to any person or persons through a legal power of attorney or any written authorization.
3. The Board of Directors has the authority to open, operate, and close bank accounts, receive and issue checks, and sign receipts, discharges, indemnities, declarations, promissory notes, and all commercial papers. The Board may also contract loans with government financing funds and institutions, as well as commercial loans with commercial banks and financial institutions. However, the total value of loans that the Board may contract during the Company's fiscal year shall not exceed two hundred percent (200%) of the Company's total equity. This is provided that the Board of Directors, in its resolution, specifies the uses of the loan and its repayment method, and ensures that the terms of the loan and the guarantees offered do not prejudice the Company or its shareholders.
4. The Board of Directors has the authority to buy, sell, and mortgage the Company's real estate and assets, including its retail stores and main headquarters. However, the minutes of the Board meetings and related resolutions must state the reasons and justifications for such sales. The selling price must align with market rates and be immediately payable, except in cases of necessity where adequate guarantees are provided. Crucially, these actions must not lead to the suspension of the Company's activities or result in any additional liabilities for the Company.
5. In situations deemed appropriate, the Board of Directors may release the Company's debtors from their obligations if it serves the Company's interests.
6. The Board can also provide financial support to any companies in which the Company participates, as well as to its subsidiaries or sister companies. This includes guaranteeing credit facilities obtained by any of these entities.
7. The Board is responsible for approving the Company's internal, financial, administrative, and technical regulations, along with policies and regulations concerning its employees.
8. The Board of Directors has the authority to appoint individuals with expertise and competence to manage the Company, as the Board deems fit, and to define their duties and remuneration.

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9. It may appoint a General Manager/Chief Executive Officer for the Company, whether from among its members or from external individuals, by issuing a resolution that specifies their responsibilities, competencies, and salary. The Board retains the right to dismiss and appoint a successor to this position.
10. The Board can authorize the Company's management officials to sign on behalf of the Company within the framework of the rules established by the Board of Directors.
11. It has the power to form committees and grant them such powers as the Board deems appropriate.
12. The Board is responsible for appointing and dismissing employees and workers, requesting visas, recruiting labor from outside the Kingdom, contracting with them, determining their salaries, issuing residencies, and transferring or waiving sponsorships.
13. It approves the establishment of subsidiaries, branches, offices, and agencies for the Company, as well as subscriptions and contributions to any companies, and the signing of their incorporation contracts, amendments, and annexes. This also includes the buying, selling, and mortgaging of all or part of the shares, equity, and interests in any of the subsidiaries.
14. The Board is responsible for approving the Company's business plan and sanctioning its annual operational plans and capital budget.
15. Finally, the Board of Directors may, within its competencies, delegate or authorize one or more of its members or third parties to undertake a specific action or disposition, or to perform a particular task or tasks, and may partially or wholly revoke such delegation or authorization.

Article 26: Remuneration for Board and Committee Members

- 1- The remuneration for Board of Directors members may consist of a fixed amount, an attendance allowance for meetings, in-kind benefits, or a specific percentage of net profits. It's permissible to combine two or more of these benefits, provided that the remuneration is fair, incentivizing, and proportionate to the member's performance and the Company's performance. The report submitted by the Board of Directors to the Ordinary General Assembly shall contain a statement of all payments made to the members of the Board during the fiscal year; remuneration, attendance allowance, expenses and other benefits. It shall as well contain a statement of payments made in consideration for technical, administrative or consultancy assignments carried out by the Board's members alongside a statement of number of Board meetings and the meetings attended by each member.
- 2- Committee Member Remuneration: The Board of Directors shall determine the remuneration for committee membership, attendance allowances, and other entitlements based on a policy approved by the General Assembly.

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Article 27: Powers and Authorities of the Chairman, Vice Chairman, Managing Director and Secretary

1. The Board of Directors shall appoint a Chairman and a Vice Chairman from among its members, with the Vice Chairman acting in the Chairman's absence. The Board may also appoint a Managing Director from among its members. It is not permissible for the Chairman of the Board to hold any executive position within the Company.
2. The Chairman is authorized to convene and preside over Board meetings. The Chairman and the Managing Director (if appointed), whether acting jointly or individually, are responsible for representing the Company in all external relations. This includes interactions with third parties, courts, government and private entities, notaries public, various dispute resolution committees, arbitration bodies, civil rights authorities, and police departments. They are empowered to issue legal powers of attorney; appoint and dismiss agents and lawyers; litigate, defend, dispute, reconcile, waive, acknowledge, and arbitrate. They can also accept and object to judgments on the Company's behalf. Their authority extends to signing on behalf of the Company and executing all types of contracts, documents, and instruments. This includes company incorporation agreements (with all amendments and annexes) and resolutions for their modification. Furthermore, they can handle conveyance of ownership (both giving and receiving) for the sale and purchase of shares and real estate. They can conclude loan agreements with government financing funds, institutions, banks, and financial houses, as well as manage guarantees, sureties, and mortgages, including their release. They are responsible for collecting the Company's rights and settling its obligations. Their extensive powers also cover buying, selling, conveying (and accepting conveyance), receiving, delivering, leasing, renting, taking possession, and making payments. They can enter tenders, open bank accounts and credit lines, and conduct withdrawals and deposits with banks. Issuing bonds, checks, and all commercial papers also falls under their purview. Finally, they are authorized to appoint and contract with employees, define their salaries, and dismiss them. This includes requesting visas, recruiting staff and workers from abroad, obtaining residency permits and work licenses, and transferring or waiving sponsorships. The Chairman and Managing Director (if appointed), acting jointly or individually, can delegate and authorize third parties to perform specific powers, actions, or tasks within their authority, and they can partially or wholly revoke such delegation or authorization.
3. The Managing Director is responsible for overseeing the implementation of the policies set by the Board of Directors, along with any other powers and competencies delegated to them by the Board.
4. The Board of Directors will appoint a Secretary for the Board, who can be one of its members or an external individual. The Secretary's duties include recording the Board's deliberations and decisions, documenting them in the dedicated register, and ensuring their safekeeping. The Secretary's remuneration will be determined by a Board resolution. The term of the Chairman, Managing Director, and Board Secretary (if a Board member) will not exceed their respective terms of membership on the Board. They are eligible for re-election. The Board can, at any time, remove any or all of them, without prejudice to their right to compensation if the removal is for an illegitimate reason or at an inappropriate time.

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Article 28: Quorum of Board Meetings

A Board meeting is not valid unless attended by at least five (5) members. A Board member may deputize another member to attend Board meetings on their behalf, subject to the following controls:

- a. A Board member may not deputize more than one other member to attend that specific meeting on their behalf.
- b. The proxy must be confirmed in writing, and it can be sent via email, specifically for a designated meeting.
- c. The proxy cannot vote on resolutions that the original member is prohibited by law from voting on.

Article 29: Council Resolutions

1. Board of Directors resolutions are issued by a majority vote of the members present or represented at the meeting. In the event of a tie vote, the opinion of the Chairman of the Board or whoever presides over the session in their absence shall prevail.
2. The Board of Directors may issue resolutions by circulation for urgent matters by presenting them to all members individually, unless a member requests in writing a Board meeting to deliberate on them. These resolutions shall be presented to the Board of Directors at its first subsequent meeting to be recorded in the minutes of that meeting.
3. Board of Directors members are jointly liable for compensating the Company, shareholders, or third parties for any damage arising from a violation of the provisions of the Law or the Company's Articles of Association, or due to errors, negligence, or shortcomings in the performance of their duties.
4. All Board members are jointly liable if a decision is issued unanimously. However, if a decision is made by a majority vote, dissenting members are not held liable provided they explicitly recorded their objection in the meeting minutes. Absence from the meeting where a decision is made does not constitute a valid reason for exemption from liability, unless it's proven that the absent member was unaware of the decision or was unable to object to it after becoming aware.
5. The Company may provide insurance coverage for its Board members and senior executives during their tenure or membership against any liability or claims arising due to their official capacity.

Article 30: Conflicts of Interest, Competition and Asset Exploitation

1. A Board member cannot have any direct or indirect interest in business dealings or contracts executed on behalf of the Company, unless authorized by the General Assembly or its delegate.

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2. A Board member cannot participate in any activity that competes with the Company or compete with the Company in any of its lines of business, unless authorized by the General Assembly or its delegate.
3. A Board member cannot exploit the Company's assets, information, or investment opportunities presented to them in their capacity as a Board member or presented to the Company, to achieve any direct or indirect personal interest.
4. The necessary controls for implementing the provisions in Paragraphs 1, 2, and 3 of this Article will be determined by the regulations.
5. If a Board member violates Paragraph 1 of this Article, the Company has the right to demand the annulment of the contract before the competent judicial authority, and to compel them to pay any profit or benefit they gained from it.
6. If a Board member violates Paragraph 2 of this Article, the Company has the right to demand appropriate compensation before the competent judicial authority.

Article 31: Board Committees

The Board of Directors may form committees from among its members or from outside individuals. It can also delegate suitable powers to these committees and coordinate between them to ensure quick decision-making on matters presented to them.

Part Four: Shareholders Assemblies

Article 32: Calling for Assemblies:

1. The general and special assemblies shall be convened by an invitation from the Board of Directors. The Board shall summon the Ordinary General Assembly to convene within thirty (30) days from the date of the request of the auditor or one or more shareholders representing ten percent (10%) of the shares of the Company that have voting rights at least. The auditor may invite the Ordinary General Assembly to convene if the Board does not issue the invitation within thirty (30) days from the date of the auditor's request.
2. The request referred to in paragraph (1) of this Article shall specify the matters on which the shareholders are required to vote.
3. The invitation to convene the Assembly shall be sent at least twenty-one (21) days before the specified date in accordance with the provisions of the Law, considering the following:
 - a. Inform shareholders by registered letters to their addresses contained in the shareholders' register or announce the invitation through modern technology.

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- b. Send a copy of the invitation and agenda to the Commercial Register, as well as a copy to the Capital Market Authority if the company is listed on the Capital Market on the date of announcing the invitation.
4. The invitation to the meeting of the Assembly shall include at least the following:
- a. A statement of the right holder to attend the meeting of the General Assembly and its right to delegate whomever it chooses from among the non-members of the Board, and a statement of the shareholder's right to discuss the topics on the agenda of the Assembly, ask questions and how to exercise the right to vote.
 - b. Place, date and time of the meeting.
 - c. Type of assembly, whether general or private.
 - d. The agenda of the meeting includes the items required to be voted on by shareholders.

Article 33: Voting in Assemblies

1- The members of the Board of Directors shall be elected by cumulative voting. The members of the Board may dissolution of participate in voting on the resolutions of the General Assembly that relate to business and contracts in which they have a direct or indirect interest or that involve a conflict of interest.

Article 34: Assembly Resolutions:

1. Resolutions of the Ordinary General Assembly shall be adopted by the majority of the voting rights represented therein.
2. Resolutions of the Extraordinary General Assembly shall be adopted by a majority vote of two thirds of the voting rights represented at the meeting. However, if the resolution to be adopted is related to increasing or reducing the capital, extending the Company's term of existence, dissolving the Company prior to the expiry of the period specified therefor under this bylaws, merging the Company with another Company, or splitting the same into two companies then such resolution shall be valid only if adopted by a majority of 3/4 (three quarters) of the voting rights represented at the meeting.

Article 35: Discussions at the Assembly Meetings:

1. Each Shareholder shall have the right to discuss the items listed in the General Assembly's agenda and to direct questions in respect thereof to the members of the Board and the auditors in this respect. The members of the Board or the auditors shall answer the Shareholders' questions to the extent that does not expose the Company's interest to any damage. If any shareholder considers the

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answer to their question insufficient, they may refer the matter to the General Assembly, and the Assembly's decision in this regard shall be final and binding.

Article 36: Preparing Assemblies' Minutes:

1. Minutes shall be written for the meeting showing the names of the Shareholders present in person or represented by proxy, the number of the shares held by each, the number of votes attached to such shares, the resolutions adopted at the meeting, the number of votes assenting or dissenting to such resolutions and a comprehensive summary of the discussions that took place at the meeting. Such minutes shall be regularly recorded after each meeting in a special register to be signed by the Chairman of the Assembly, the Secretary and the canvassers.

Article 37: Attendance of Assemblies

Every shareholder has the right to attend the General Assemblies of Shareholders. A shareholder may deputize another person, who is not a Board member or Company employee, to attend the General Assembly on their behalf.

Article 38: Powers of the Ordinary General Assembly

Except for matters exclusively reserved for the Extraordinary General Assembly, the Ordinary General Assembly is competent in all matters related to the Company. It convenes at least once a year within the six months following the end of the Company's financial year. Additional Ordinary General Assemblies may be called whenever necessary.

Article 39: Powers of the Extraordinary General Assembly

The Extraordinary General Assembly is responsible for amending the Company's Bylaws, deciding on the Company's continuation or dissolution, and approving the Company's purchase of its own shares, except for provisions legally prohibited from amendment. It may also issue resolutions on matters originally falling within the jurisdiction of the Ordinary General Assembly, subject to the same conditions and procedures stipulated for the Ordinary General Assembly.

Article 40: Quorum of Ordinary General Assembly:

An Ordinary General Assembly meeting is not valid unless attended by shareholders representing at least half of the capital. If this quorum is not met in the first meeting, a second meeting must be called, to be held within thirty (30) days following the previous meeting. The call for the second meeting must be announced in the manner stipulated in Article 32 of these Bylaws. Alternatively, the second meeting may be held within one hour of the end of the specified time for the first meeting, provided that the call for the first meeting indicates the possibility of holding this subsequent meeting. The second meeting will be considered valid regardless of the number of shares represented.

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Article 41: Quorum of Extraordinary General Assembly:

An Extraordinary General Assembly meeting is not valid unless attended by shareholders representing at least half of the capital. If this quorum is not met in the first meeting, a second meeting must be called under the same conditions stipulated in Article 32 of these Bylaws. The second meeting will be valid if attended by shareholders representing at least one-quarter of the capital. Alternatively, the second meeting may be held within one hour of the end of the specified time for the first meeting, provided that the call for the first meeting indicates the possibility of holding this subsequent meeting. If the necessary quorum is not met in the second meeting, a third meeting must be called under the same conditions stipulated in Article 32 of these Bylaws. The third meeting will be valid regardless of the number of shares represented, after obtaining the approval of the competent authority.

Article 42: Voting in General Assemblies - Continuation

1. Each shareholder shall have one vote for each share in the General Assemblies. Cumulative voting must be used in the election of Board of Directors members, ensuring that the voting right for a share cannot be used more than once.
2. The members of the Board may dissolution of participate in voting on the resolutions of the General Assembly that relate to business and contracts in which they have a direct or indirect interest or that involve a conflict of interest.

Article 43: Presidency of the Assemblies

The General Assembly meeting shall be chaired by the Chairman of the Board, or by the Vice Chairman in the Chairman's absence. If both are absent, the meeting will be chaired by a Board member delegated by the Board of Directors. Should this not be possible, the General Assembly will be chaired by an individual appointed by the shareholders through a vote, who may be a Board member or another person. The meeting's chairman shall appoint a secretary for the meeting and vote counters.

Part Five: Auditors

Article 44: Appointment, Dismissal and Retirement of the Company's Auditor:

1. Company shall have one auditor (or more) to be selected from among the auditors certified licensed to work in the Kingdom of Saudi Arabia. The Auditor shall be appointed, its compensation shall be fixed, the term in office and scope of his office shall be determined by the General Assembly. It may be reappointed, provided that the term of his appointment does not exceed the term in accordance with the provisions prescribed by law.
2. The auditor may be dismissed by a resolution of the General Assembly. The Chairman shall inform the competent authority of the dismissal resolution and its reasons within a period not exceeding (five) days from the date of issuance of the resolution.

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3. Without prejudice to the company's right to compensation for damage caused to it, if necessary, the auditor may retire by virtue of a written notification submitted to the company, and his assignment shall be terminated from the date of submission or later specified in the notification. The retired auditor shall submit to the company and the competent authority, upon submitting the notification a statement of the reasons for his retirement. the Board shall convene the General Assembly to consider the reasons for retirement, appoint another auditor and determine its - fees, duration of work and scope.

Article 45: Auditor's Powers:

The Auditor shall always have accessed the Company's documents accounting records and supporting documents. It may request statements and notes it deems necessary to check the Company's assets and liabilities and other matters within the scope of its work. The Chairman shall help the Auditor perform his duties, and should the Auditor encounter any difficulties in this regard, he shall state the same in a report to be submitted to the Board of Directors. In case the Board does not facilitate the Auditor's duties, the Auditor shall be required to ask the Board to hold an Ordinary General Assembly to consider the matter. The auditor may issue such invitation if the Board does not issue the same within (thirty) days from the date of the auditor's request.

Part Six: Company's Financial Matters and Distribution of Dividends

Article 46:

The fiscal year of the Company shall comprise of twelve (12) Gregorian months starting from the first day of January till the last day of December.

2. A separate balance sheet shall be prepared for the transitional period resulting from the amendment of the financial year.

Article 47: Entitlement of Dividends:

1. A shareholder shall be paid his dividend share subject to a resolution by the General Assembly, and such resolution shall state the date of maturity and distribution. Profits shall be distributed amongst Shareholders registered in the Shareholders Register at the end of the day specified for maturity. The Board shall enforce the General Assembly resolution in respect of distributing profits to shareholders.

Article 48: Financial Documents:

1. The Board of Directors shall, at the end of each fiscal year of the Company, prepare the Company's financial statements, a report on the Company's activities and its financial position for the previous fiscal year and its proposals as to the distribution of the profits. The Board of Directors shall put such documents at the auditor's disposal (if any) at least 45 (forty-five) days prior to the convening of the annual Ordinary General Assembly.

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2. The documents referred to in Paragraph 1 of this Article must be signed by the Chairman of the Company's Board of Directors or their authorized delegate, the Chief Executive Officer, and the Chief Financial Officer. Copies of these documents shall be deposited at the Company's main office and made available to shareholders.

3. The Chairman of the Board shall provide Shareholders with the Company's financial statements, signed Board of Directors' report, and Auditor's report (if any) unless all such documents are published in any means of modern technology, at least (21) twenty-one days before the date set for the Annual Ordinary General Assembly. He shall also put such documents in accordance with what is specified in the Implementing Regulations of the Companies Law.

Article 49: Distribution of Profits and Formation of Reserves

The Company's annual net profits shall be distributed as follows: -

1. The General Assembly shall determine the percentage of net profits to be distributed to shareholders after deducting any reserves, based on a recommendation from the Board of Directors and in accordance with relevant regulations, while also observing the provisions of these Bylaws.

2. The Ordinary General Assembly, when determining the shareholders' share of net profits, may decide to form reserves. This can be done to serve the Company's interest or to ensure, as much as possible, the distribution of stable dividends to shareholders. The aforementioned General Assembly may also allocate amounts from the net profits to achieve social objectives for the Company's employees, or to establish non-profit organizations, or to assist existing non-profit organizations that serve the community.

3. The Company may distribute interim dividends, on a quarterly or semi-annual basis, after complying with the controls set by the competent authorities.

Article 50: Payment of Dividends for Preferred Shares

1. If no dividends are distributed for any financial year, then no dividends may be distributed for subsequent years until the percentage specified according to the provisions of the Companies Law has been paid to the holders of preferred shares for that year.

2. Should the Company fail to pay the specified percentage of dividends for three consecutive years, the special assembly for holders of these shares, convened in accordance with Article 89 of the Companies Law, may resolve that they are entitled to attend the Company's General Assembly meetings and participate in voting. This right will continue until the Company is able to pay all due dividends to the holders of these shares for those years. In such a case, each preferred share will have one vote in the General Assembly meeting, and the preferred shareholder will have the right to vote on all agenda items of the Ordinary General Assembly without exception.

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Article 51: Losses of the Company

If the Company's losses reach half of its issued capital, the Board of Directors must disclose this and its recommendations regarding these losses within sixty (60) days from the date it becomes aware that the losses have reached this amount. The Board must also call for an Extraordinary General Assembly meeting within one hundred and eighty (180) days from the date of such knowledge, to consider either the continuation of the Company (along with taking any necessary measures to address those losses) or its dissolution.

Part Seven: Expiration and Winding up of the Company

Article 52: Dissolution of the Company

1. The Company shall be terminated based on one of the grounds for termination set out in Article (243) of the Companies Law. Upon its termination, it shall enter the liquidation phase under the provisions of Chapter XII of the Companies Law. If the Company is terminated and its assets are not sufficient to pay its debts, or if it is distressed under the Bankruptcy Law, it shall petition the competent judicial authority to initiate any liquidation proceedings under the Bankruptcy Law.

Article 53: Liability Action

1. The Company may file a liability action against the members of the Board of Directors due to their violation of the provisions of the Companies Law or its Articles of Association, or due to any errors, negligence, or dereliction in performing their duties that result in damages to the Company. The General Assembly or the shareholders shall resolve to file such a lawsuit and appoint a representative to pursue it on behalf of the Company. If the company is in the process of liquidation, the liquidator assumes the liability of filing the lawsuit. In the event of initiating any liquidation proceedings against the company in accordance with the bankruptcy law, the representation of the company in filing such a lawsuit is carried out by its official representative according to the law.

2. One or more shareholders representing five percent (5%) of the Company's capital may file the liability action stipulated for the Company, in the event the Company fails to do so. This is subject to the conditions that the primary objective of filing the lawsuit is to serve the Company's interests, that the lawsuit is based on sound grounds, that the plaintiff is acting in good faith, and that the plaintiff is a shareholder in the Company at the time the lawsuit is filed.

3. For the lawsuit referenced in Article [Insert Article Number, if applicable], Paragraph 2, to be instituted, it is a mandatory prerequisite to notify the members of its Board of Directors of the intention to commence such legal proceedings at least fourteen (14) days prior to the date of filing.

4. A shareholder shall have the right to file a case against the Chairman or the members of the Board of Directors if they have committed a fault which has caused some particular damage to such Shareholder.

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Part Eight: Final Provisions

Article 54: Final Provisions

1. The Company is subject to the laws applicable in the Kingdom of Saudi Arabia.
2. Any provision that contradicts the provisions of the Companies Law in this Bylaws shall not be considered and shall be subject to the provisions provided in the Companies Law. All that is not provided for in this Bylaws shall be applied in respect of the Companies Law and its Implementing Regulations.
3. The Founders, hereby, acknowledge that the data and provisions included herein are valid and conform with the provisions of the Companies Law issued by the Royal Decree (m/132) dated (01/12/1443 AH) and the Implementing Regulations thereof. The Founders also acknowledge that such data and provisions fulfill all the requirements and instructions issued by the Ministry of Commerce in accordance with the provisions of the Law. The Founders shall bear the responsibility and all legal and financial consequences that may arise therefrom. The capital owner is fully aware that the Ministry may take the necessary legal action in the event of any violation or conflict in the provisions contained herein.

Article 55: Publication

1. These Bylaws shall be filed and published in accordance with the Companies Law and its Implementing Regulations.

This bylaw is audited by the Founders, approved by the Ministry, and published on Aamaly e-magazine. You can verify the validity and authenticity thereof via the following link:

<https://emagazine.aamaly.sa>

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This version of the bylaws is issued under a decision by the Extraordinary General Assembly or the capital owner's decision on 18/12/1445 AH.

The bylaws do not require the official seal of the Ministry of Commerce.

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Annex to the Articles of Association

1- Amendment (Managers)

The amendment has been made to the managers:

Before the amendment:

Name	Nationality	Position
Mohammed Abdullah Mohammed AlHagbani	Saudi	Chief Executive Officer

After the amendment:

Name	Nationality	Position
Mohammed Abdullah Mohammed AlHagbani	Saudi	Chief Executive Officer

2- Amendment (Textual Clauses)

The textual clauses have been amended.

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The founders' decision to elect the board of directors

Astra Industrial Group Company (Public Shareholding Company)

Based on the resolution of the General Assembly of Astra Industrial Group Company (a Public Shareholding Company) in Riyadh, and as the General Assembly decided to appoint a Board of Directors in accordance with the company's management article (stipulating the appointment of a board of directors by a separate contract), the General Assembly has resolved to appoint the following:

A Board of Directors consisting of (no less than 3) members, namely:

Name	Nationality	Position
Sabih Taher Darwish Masri	Saudi	Chairman of the Board of Directors
Khaled Sabih Taher Masri	Saudi	Deputy Chairman of the Board of Directors
Khaled Abdulaziz Ibrahim AlMana	Saudi	Member of the Board of Directors
Abdulkarim Ibrahim Abdulkarim AlNafie	Saudi	Member of the Board of Directors
Ayman Amin Mohammed Saleh Sejiny	Saudi	Member of the Board of Directors
Ghassan Ibrahim Faris Akeel	Jordan	Member of the Board of Directors
Farraj Mansour Mutlaq Abothenain	Saudi	Member of the Board of Directors
Kamil Abdulrahman Ibrahim Sadeddin	Saudi	Member of the Board of Directors
Abdulrahman Mohammed Abdulrahman AlRawaf	Saudi	Member of the Board of Directors
Mohammed Abdullah Mohammed AlHagbani	Saudi	Chief Executive Officer

Accordingly, they have all powers included in the bylaws.

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